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zhenro 正榮服務

Zhenro Services Group Limited

正榮服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6958)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Zhenro Services Group Limited (the “Company”) will be held at 2/F, Building 7, Hongqiao Zhenro Center, 666 Shenhong Road, Minhang District, Shanghai, PRC on Wednesday, 28 February 2024 at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** the 2024 Fuzhou Mabao Lease Agreement (as defined in the circular of the Company dated 9 February 2024 (the “Circular”)) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and the directors of the Company (the “Directors”) be and are hereby authorised to sign, execute, seal (where required) and deliver all such documents and take such action as they may deem necessary, desirable, expedient or appropriate in connection with or to implement or give effect to the 2024 Fuzhou Mabao Lease Agreement and the transactions contemplated thereunder.”
2. **“THAT** the 2024 Fuzhou Mawei Lease Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and the Directors be and are hereby authorised to sign, execute, seal (where required) and deliver all such documents and take such action as they may deem necessary, desirable, expedient or appropriate in connection with or to implement or give effect to the 2024 Fuzhou Mawei Lease Agreement and the transactions contemplated thereunder.”
3. **“THAT** the 2024 Putian Fortune Centre Lease Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and the Directors be and are hereby authorised to sign, execute, seal (where required) and deliver all such documents and take such action as they may deem necessary, desirable, expedient or appropriate in connection with or to implement or give effect to the 2024 Putian Fortune Centre Lease Agreement and the transactions contemplated thereunder.”

4. “**THAT** the 2024 Putian Street Lease Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and the Directors be and are hereby authorised to sign, execute, seal (where required) and deliver all such documents and take such action as they may deem necessary, desirable, expedient or appropriate in connection with or to implement or give effect to the 2024 Putian Street Lease Agreement and the transactions contemplated thereunder.”

By order of the Board
Zhenro Services Group Limited
Mr. Liu Weiliang
Chairman of the Board

Hong Kong, 9 February 2024

Notes:

- (i) All resolutions set out in this notice will be put to vote by way of poll at the EGM pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Accordingly, each of the resolutions to be proposed at the EGM will be put to vote by way of poll, pursuant to Article 72 of the Articles of Association of the Company (the “**Articles of Association**”). Article 79 of the Articles of Association provides that on a poll, every shareholder present in person or by proxy shall have one vote for each share registered in his name in the register. An explanation of the detailed procedures of voting by poll will be provided to the shareholders at the EGM. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.zhenrowy.com).
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or not less than 48 hours before the time appointed for the holding of any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 26 February 2024 to Wednesday, 28 February 2024, (both days inclusive), during which period no share transfers can be registered. In order to determine the identity of the members of the Company who are entitled to attend and vote at the EGM, all transfers of shares accompanied by the relevant share certificate(s) and transfer forms must be lodged with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong before, no later than 4:30 p.m. (Hong Kong time) on Friday, 23 February 2024.

As at the date of this notice, the executive Directors are Mr. Deng Li and Mr. Wang Wei, the non-executive Director is Mr. Liu Weiliang; and the independent non-executive Directors are Mr. Ma Haiyue, Mr. Au Yeung Po Fung and Mr. Zhang Wei.